

**MID-ATLANTIC
PENSION FUND
MEETING**

MID-ATLANTIC UFCW AND
PARTICIPATING EMPLOYERS
PENSION FUND

A G E N D A

DECEMBER 18, 2013

- I. CALL TO ORDER**
- II. MINUTES**
 - A. MINUTES OF AUGUST 27, 2013**
- III. FINANCIAL REPORT**
 - A. PNC BANK**
- IV. ATTORNEY'S REPORT**
- V. ADMINISTRATIVE MANAGER'S REPORT (1Q13, 2Q13, 3Q13) (pg. 1 – 27)**
- VI. INVOICES (pg. 28 – 29)**
- VII. OTHER FUND BUSINESS (pg. 30)**
 - A. MEMORANDUM OF AGREEMENT**
 - B. MISCELLANEOUS CORRESPONDENCE**
- VIII. NEXT MEETING DATE AND LOCATION**
- IX. ADJOURNMENT**

ADMINISTRATIVE MANAGER'S REPORT

**MID-ATLANTIC UFCW
AND PARTICIPATING EMPLOYERS
PENSION FUND
FIRST QUARTER 2013**

ADMINISTRATIVE MANAGER'S REPORT

FULL TIME
FIRST QUARTER 2013

CONTRIBUTIONS

<u>COMPANY</u>	<u>RATE</u>	<u>PARTICIPANTS</u>	<u>CONTRIBUTIONS</u>
GIANT	\$365.89	957	\$1,050,470
GIANT TIER 2	0.30	3,023	408,532
GIANT SERVICE CLERKS L. 27	0.20	18	1,668
SAFEWAY	365.89	434	475,657
SAFEWAY DELAWARE	0.30	99	14,855
SAFEWAY TIER 2	0.30	2,078	316,609
SAFEWAY SERVICE CLERKS L. 27	0.20	32	3,197
TOTAL		6,641	\$2,270,988

FULL TIME
FIRST QUARTER 2013
EXPENSES

BENEFIT EXPENSES

CATEGORY	AMOUNT
PENSION BENEFITS	\$0
SUBTOTAL	\$0

OPERATING EXPENSES

CATEGORY	AMOUNT
ADMINISTRATION	\$25,408
SUBTOTAL	\$25,408
TOTAL EXPENSES	\$25,408

FULL TIME
FIRST QUARTER 2013
QUARTERLY RECAP

	FIRST 2013	SECOND 2013	THIRD 2013	FOURTH 2013	TOTAL
CONTRIBUTIONS	\$2,270,988	\$0	\$0	\$0	\$2,270,988
MISCELLANEOUS	0	0	0	0	0

TOTAL INCOME	\$2,270,988	\$0	\$0	\$0	\$2,270,988
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BENEFIT EXPENSES					
PENSION BENEFITS	\$0	\$0	\$0	\$0	\$0
SUBTOTAL	\$0	\$0	\$0	\$0	\$0

OPERATING EXPENSES					
ADMINISTRATION	\$25,408	\$0	\$0	\$0	\$25,408
OTHER	0	0	0	0	0
SUBTOTAL	\$25,408	\$0	\$0	\$0	\$25,408

TOTAL EXPENSES	\$25,408	\$0	\$0	\$0	\$25,408
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TOTAL INCOME	\$2,270,988	\$0	\$0	\$0	\$2,270,988
TOTAL EXPENSES	\$25,408	\$0	\$0	\$0	\$25,408
SURPLUS (DEFICIT)	\$2,245,580	\$0	\$0	\$0	\$2,245,580

AVERAGE INCOME	\$113.99	\$0.00	\$0.00	\$0.00	\$113.99
AVERAGE EXPENSES	\$1.28	\$0.00	\$0.00	\$0.00	\$1.28
SURPLUS (DEFICIT)	\$112.71	\$0.00	\$0.00	\$0.00	\$112.71

TOTAL PARTICIPANTS	6,641				6,641
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PART TIME
FIRST QUARTER 2013

CONTRIBUTIONS

<u>COMPANY</u>	<u>RATE</u>	<u>PARTICIPANTS</u>	<u>CONTRIBUTIONS</u>
GIANT	\$135.47	208	\$84,668
GIANT TIER 2	0.30	7,566	658,327
GIANT SERVICE CLERKS L. 27	0.20	188	9,004
SAFEWAY	135.47	34	13,819
SAFEWAY DELAWARE	0.30	166	16,338
SAFEWAY TIER 2	0.30	3,662	366,891
SAFEWAY SERVICE CLERKS L. 27	0.20	215	13,014

TOTAL

12,039 \$1,162,061

PART TIME
FIRST QUARTER 2013
EXPENSES

BENEFIT EXPENSES

CATEGORY	AMOUNT
PENSION BENEFITS	\$0
SUBTOTAL	\$0

OPERATING EXPENSES

CATEGORY	AMOUNT
ADMINISTRATION	\$45,168
SUBTOTAL	\$45,168
TOTAL EXPENSES	\$45,168

PART TIME FIRST QUARTER 2013 QUARTERLY RECAP
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	FIRST 2013	SECOND 2013	THIRD 2013	FOURTH 2013	TOTAL
CONTRIBUTIONS	\$1,162,061	\$0	\$0	\$0	\$1,162,061
MISCELLANEOUS	0	0	0	0	0

TOTAL INCOME	\$1,162,061	\$0	\$0	\$0	\$1,162,061
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BENEFIT EXPENSES					
PENSION BENEFITS	\$0	\$0	\$0	\$0	\$0
SUBTOTAL	\$0	\$0	\$0	\$0	\$0

OPERATING EXPENSES					
ADMINISTRATION	\$45,168	\$0	\$0	\$0	\$45,168
OTHER	0	0	0	0	0
SUBTOTAL	\$45,168	\$0	\$0	\$0	\$45,168

TOTAL EXPENSES	\$45,168	\$0	\$0	\$0	\$45,168
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TOTAL INCOME	\$1,162,061	\$0	\$0	\$0	\$1,162,061
TOTAL EXPENSES	\$45,168	\$0	\$0	\$0	\$45,168
SURPLUS (DEFICIT)	\$1,116,893	\$0	\$0	\$0	\$1,116,893

AVERAGE INCOME	\$32.17	\$0.00	\$0.00	\$0.00	\$32.17
AVERAGE EXPENSES	\$1.25	\$0.00	\$0.00	\$0.00	\$1.25
SURPLUS (DEFICIT)	\$30.92	\$0.00	\$0.00	\$0.00	\$30.92

TOTAL PARTICIPANTS	12,039				12,039
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COMBINED
2013
QUARTERLY RECAPS

	FIRST 2013	SECOND 2013	THIRD 2013	FOURTH 2013	TOTAL
CONTRIBUTIONS ¹	\$3,972,121	\$0	\$0	\$0	\$3,972,121
INTEREST & DIVIDENDS	11,608	0	0	0	11,608
MISCELLANEOUS	0	0	0	0	0

TOTAL INCOME	\$3,983,729	\$0	\$0	\$0	\$3,983,729
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BENEFIT EXPENSES					
PENSION BENEFITS	\$0	\$0	\$0	\$0	\$0
SUBTOTAL	\$0	\$0	\$0	\$0	\$0

OPERATING EXPENSES					
ADMINISTRATION	\$70,576	\$0	\$0	\$0	\$70,576
OTHER	0	0	0	0	0
SUBTOTAL	\$70,576	\$0	\$0	\$0	\$70,576

TOTAL EXPENSES	\$70,576	\$0	\$0	\$0	\$70,576
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TOTAL INCOME	\$3,983,729	\$0	\$0	\$0	\$3,983,729
TOTAL EXPENSES	\$70,576	\$0	\$0	\$0	\$70,576
SURPLUS (DEFICIT)	\$3,913,153	\$0	\$0	\$0	\$3,913,153

TOTAL PARTICIPANTS	18,680	0	0	0	18,680
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¹Includes Safeway start up contributions - \$539,072.19

DELINQUENCIES
FIRST QUARTER 2013

NONE

**MID-ATLANTIC UFCW
AND PARTICIPATING EMPLOYERS
PENSION FUND
SECOND QUARTER 2013**

ADMINISTRATIVE MANAGER'S REPORT

FULL TIME
SECOND QUARTER 2013

CONTRIBUTIONS

<u>COMPANY</u>	<u>RATE</u>	<u>PARTICIPANTS</u>	<u>CONTRIBUTIONS</u>
GIANT	\$365.89	941	\$1,032,907
GIANT TIER 2	0.30	3,015	401,879
GIANT SERVICE CLERKS L. 27	0.20	17	1,522
SAFEWAY	365.89	427	467,973
SAFEWAY DELAWARE	0.30	101	15,384
SAFEWAY TIER 2	0.30	2,077	314,690
SAFEWAY SERVICE CLERKS L. 27	0.20	33	3,134
TOTAL		6,611	\$2,237,489

FULL TIME
SECOND QUARTER 2013
EXPENSES

BENEFIT EXPENSES

CATEGORY	AMOUNT
PENSION BENEFITS	\$0
SUBTOTAL	\$0

OPERATING EXPENSES

CATEGORY	AMOUNT
ADMINISTRATION	\$24,873
PNC	47
SUBTOTAL	\$24,920
TOTAL EXPENSES	\$24,920

FULL TIME SECOND QUARTER 2013 QUARTERLY RECAP

	FIRST 2013	SECOND 2013	THIRD 2013	FOURTH 2013	TOTAL
CONTRIBUTIONS	\$2,270,988	\$2,237,489	\$0	\$0	\$4,508,477
MISCELLANEOUS	0	0	0	0	0

TOTAL INCOME	\$2,270,988	\$2,237,489	\$0	\$0	\$4,508,477
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BENEFIT EXPENSES					
PENSION BENEFITS	\$0	\$0	\$0	\$0	\$0
SUBTOTAL	\$0	\$0	\$0	\$0	\$0

OPERATING EXPENSES					
ADMINISTRATION	\$25,408	\$24,873	\$0	\$0	\$50,281
OTHER	0	47	0	0	47
SUBTOTAL	\$25,408	\$24,920	\$0	\$0	\$50,328

TOTAL EXPENSES	\$25,408	\$24,920	\$0	\$0	\$50,328
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TOTAL INCOME	\$2,270,988	\$2,237,489	\$0	\$0	\$4,508,477
TOTAL EXPENSES	\$25,408	\$24,920	\$0	\$0	\$50,328
SURPLUS (DEFICIT)	\$2,245,580	\$2,212,569	\$0	\$0	\$4,458,149

AVERAGE INCOME	\$113.99	\$112.82	\$0.00	\$0.00	\$113.41
AVERAGE EXPENSES	\$1.28	\$1.26	\$0.00	\$0.00	\$1.27
SURPLUS (DEFICIT)	\$112.71	\$111.56	\$0.00	\$0.00	\$112.14

TOTAL PARTICIPANTS	6,641	6,611			6,626
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PART TIME
SECOND QUARTER 2013

CONTRIBUTIONS

<u>COMPANY</u>	<u>RATE</u>	<u>PARTICIPANTS</u>	<u>CONTRIBUTIONS</u>
GIANT	\$135.47	199	\$80,875
GIANT TIER 2	0.30	7,482	663,857
GIANT SERVICE CLERKS L. 27	0.20	192	9,477
SAFEWAY	135.47	33	13,277
SAFEWAY DELAWARE	0.30	157	15,348
SAFEWAY TIER 2	0.30	3,581	376,250
SAFEWAY SERVICE CLERKS L. 27	0.20	220	13,972

TOTAL

11,864 \$1,173,056

PART TIME
SECOND QUARTER 2013
EXPENSES

BENEFIT EXPENSES

CATEGORY	AMOUNT
PENSION BENEFITS	\$0
SUBTOTAL	\$0

OPERATING EXPENSES

CATEGORY	AMOUNT
ADMINISTRATION	\$45,078
PNC	84
SUBTOTAL	\$45,162
TOTAL EXPENSES	\$45,162

PART TIME
SECOND QUARTER 2013
QUARTERLY RECAP

	FIRST 2013	SECOND 2013	THIRD 2013	FOURTH 2013	TOTAL
CONTRIBUTIONS	\$1,162,061	\$1,173,056	\$0	\$0	\$2,335,117
MISCELLANEOUS	0	0	0	0	0

TOTAL INCOME	\$1,162,061	\$1,173,056	\$0	\$0	\$2,335,117
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BENEFIT EXPENSES					
PENSION BENEFITS	\$0	\$0	\$0	\$0	\$0
SUBTOTAL	\$0	\$0	\$0	\$0	\$0

OPERATING EXPENSES					
ADMINISTRATION	\$45,168	\$45,078	\$0	\$0	\$90,246
OTHER	0	84	0	0	84
SUBTOTAL	\$45,168	\$45,162	\$0	\$0	\$90,330

TOTAL EXPENSES	\$45,168	\$45,162	\$0	\$0	\$90,330
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TOTAL INCOME	\$1,162,061	\$1,173,056	\$0	\$0	\$2,335,117
TOTAL EXPENSES	\$45,168	\$45,162	\$0	\$0	\$90,330
SURPLUS (DEFICIT)	\$1,116,893	\$1,127,894	\$0	\$0	\$2,244,787

AVERAGE INCOME	\$32.17	\$32.96	\$0.00	\$0.00	\$32.57
AVERAGE EXPENSES	\$1.25	\$1.27	\$0.00	\$0.00	\$1.26
SURPLUS (DEFICIT)	\$30.92	\$31.69	\$0.00	\$0.00	\$31.31

TOTAL PARTICIPANTS	12,039	11,864			11,952
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COMBINED 2013 QUARTERLY RECAPS

	FIRST 2013	SECOND 2013	THIRD 2013	FOURTH 2013	TOTAL
CONTRIBUTIONS ¹	\$3,972,121	\$4,470,370	\$0	\$0	\$8,442,491
INTEREST & DIVIDENDS	11,608	38,357	0	0	49,965
MISCELLANEOUS	0	0	0	0	0

TOTAL INCOME	\$3,983,729	\$4,508,727	\$0	\$0	\$8,492,456
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BENEFIT EXPENSES					
PENSION BENEFITS	\$0	\$0	\$0	\$0	\$0
SUBTOTAL	\$0	\$0	\$0	\$0	\$0

OPERATING EXPENSES					
ADMINISTRATION	\$70,576	\$69,951	\$0	\$0	\$140,527
OTHER	0	131	0	0	131
SUBTOTAL	\$70,576	\$70,082	\$0	\$0	\$140,658

TOTAL EXPENSES	\$70,576	\$70,082	\$0	\$0	\$140,658
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TOTAL INCOME	\$3,983,729	\$4,508,727	\$0	\$0	\$8,492,456
TOTAL EXPENSES	\$70,576	\$70,082	\$0	\$0	\$140,658
SURPLUS (DEFICIT)	\$3,913,153	\$4,438,645	\$0	\$0	\$8,351,798

TOTAL PARTICIPANTS	18,680	18,475	0	0	18,578
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¹1st Qtr - Includes Safeway start up contributions - \$539,072.19

2nd Qtr - Includes Giant start up contributions - \$1,059,825.25

DELINQUENCIES
SECOND QUARTER 2013

NONE

**MID-ATLANTIC UFCW
AND PARTICIPATING EMPLOYERS
PENSION FUND
THIRD QUARTER 2013**

ADMINISTRATIVE MANAGER'S REPORT

FULL TIME
THIRD QUARTER 2013

CONTRIBUTIONS

<u>COMPANY</u>	<u>RATE</u>	<u>PARTICIPANTS</u>	<u>CONTRIBUTIONS</u>
GIANT	\$365.89	910	\$999,611
GIANT TIER 2	0.30	2,986	384,183
GIANT SERVICE CLERKS L. 27	0.20	17	1,384
SAFEWAY	365.89	418	458,826
SAFEWAY DELAWARE ¹	0.30	101	15,009
SAFEWAY TIER 2 ¹	0.30	2,071	307,634
SAFEWAY SERVICE CLERKS L. 27 ¹	0.20	33	3,180

TOTAL

6,536 \$2,169,827

¹INCLUDES ADJUSTMENTS FOR PRIOR MONTHS WITH PRIOR RATES

FULL TIME
THIRD QUARTER 2013
EXPENSES

BENEFIT EXPENSES

CATEGORY	AMOUNT
PENSION BENEFITS	\$0
SUBTOTAL	\$0

OPERATING EXPENSES

CATEGORY	AMOUNT
ADMINISTRATION	\$24,654
ACTUARIAL & CONSULTING	8,070
LEGAL	48,705
PNC	223
PRINTING	12

SUBTOTAL \$81,664

TOTAL EXPENSES \$81,664

AVG. FULL TIME RETIREES

AVG. MONTHLY PAYOUT

FULL TIME
THIRD QUARTER 2013
QUARTERLY RECAP

	FIRST 2013	SECOND 2013	THIRD 2013	FOURTH 2013	TOTAL
CONTRIBUTIONS	\$2,270,988	\$2,237,489	\$2,169,827	\$0	\$6,678,304
MISCELLANEOUS	0	0	0	0	0

TOTAL INCOME	\$2,270,988	\$2,237,489	\$2,169,827	\$0	\$6,678,304
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BENEFIT EXPENSES

PENSION BENEFITS	\$0	\$0	\$0	\$0	\$0
SUBTOTAL	\$0	\$0	\$0	\$0	\$0

OPERATING EXPENSES

ADMINISTRATION	\$25,408	\$24,873	\$24,654	\$0	\$74,935
OTHER	0	47	57,010	0	57,057
SUBTOTAL	\$25,408	\$24,920	\$81,664	\$0	\$131,992

TOTAL EXPENSES	\$25,408	\$24,920	\$81,664	\$0	\$131,992
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TOTAL INCOME	\$2,270,988	\$2,237,489	\$2,169,827	\$0	\$6,678,304
TOTAL EXPENSES	\$25,408	\$24,920	\$81,664	\$0	\$131,992
SURPLUS (DEFICIT)	\$2,245,580	\$2,212,569	\$2,088,163	\$0	\$6,546,312

AVERAGE INCOME	\$113.99	\$112.82	\$110.66	\$0.00	\$112.49
AVERAGE EXPENSES	\$1.28	\$1.26	\$4.16	\$0.00	\$2.23
SURPLUS (DEFICIT)	\$112.71	\$111.56	\$106.50	\$0.00	\$110.26

TOTAL PARTICIPANTS	6,641	6,611	6,536		6,596
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PART TIME
THIRD QUARTER 2013

CONTRIBUTIONS

<u>COMPANY</u>	<u>RATE</u>	<u>PARTICIPANTS</u>	<u>CONTRIBUTIONS</u>
GIANT	\$135.47	194	\$78,979
GIANT TIER 2	0.30	7,405	659,711
GIANT SERVICE CLERKS L. 27	0.20	196	9,738
SAFEWAY	135.47	32	13,005
SAFEWAY DELAWARE ¹	0.30	160	14,610
SAFEWAY TIER 2 ¹	0.30	3,591	364,922
SAFEWAY SERVICE CLERKS L. 27 ¹	0.20	220	13,500

TOTAL

11,798 \$1,154,485

¹INCLUDES ADJUSTMENTS FOR PRIOR MONTHS WITH PRIOR RATES

PART TIME
THIRD QUARTER 2013
EXPENSES

BENEFIT EXPENSES

CATEGORY	AMOUNT
PENSION BENEFITS	\$0
SUBTOTAL	\$0

OPERATING EXPENSES

CATEGORY	AMOUNT
ADMINISTRATION	\$44,862
ACTUARIAL & CONSULTING	14,348
LEGAL	86,588
PNC	396
PRINTING	20
SUBTOTAL	\$146,214
TOTAL EXPENSES	\$146,214

AVG. PART TIME RETIREES

AVG. MONTHLY PAYOUT

PART TIME THIRD QUARTER 2013 QUARTERLY RECAP
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	FIRST 2013	SECOND 2013	THIRD 2013	FOURTH 2013	TOTAL
CONTRIBUTIONS	\$1,162,061	\$1,173,056	\$1,154,465	\$0	\$3,489,582
MISCELLANEOUS	0	0	0	0	0

TOTAL INCOME	\$1,162,061	\$1,173,056	\$1,154,465	\$0	\$3,489,582
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BENEFIT EXPENSES					
PENSION BENEFITS	\$0	\$0	\$0	\$0	\$0
SUBTOTAL	\$0	\$0	\$0	\$0	\$0

OPERATING EXPENSES					
ADMINISTRATION	\$45,168	\$45,078	\$44,862	\$0	\$135,108
OTHER	0	84	101,352	0	101,436
SUBTOTAL	\$45,168	\$45,162	\$146,214	\$0	\$236,544

TOTAL EXPENSES	\$45,168	\$45,162	\$146,214	\$0	\$236,544
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TOTAL INCOME	\$1,162,061	\$1,173,056	\$1,154,465	\$0	\$3,489,582
TOTAL EXPENSES	\$45,168	\$45,162	\$146,214	\$0	\$236,544
SURPLUS (DEFICIT)	\$1,116,893	\$1,127,894	\$1,008,251	\$0	\$3,253,038

AVERAGE INCOME	\$32.17	\$32.96	\$32.62	\$0.00	\$32.58
AVERAGE EXPENSES	\$1.25	\$1.27	\$4.13	\$0.00	\$2.22
SURPLUS (DEFICIT)	\$30.92	\$31.69	\$28.49	\$0.00	\$30.36

TOTAL PARTICIPANTS	12,039	11,864	11,798		11,900
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COMBINED
2013
QUARTERLY RECAPS

	FIRST 2013	SECOND 2013	THIRD 2013	FOURTH 2013	TOTAL
CONTRIBUTIONS ¹	\$3,972,121	\$4,470,370	\$3,324,292	\$0	\$11,766,783
INTEREST & DIVIDENDS	11,608	38,357	68,649	0	118,614
MISCELLANEOUS	0	0	0	0	0

TOTAL INCOME	\$3,983,729	\$4,508,727	\$3,392,941	\$0	\$11,885,397
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BENEFIT EXPENSES					
PENSION BENEFITS	\$0	\$0	\$0	\$0	\$0
SUBTOTAL	\$0	\$0	\$0	\$0	\$0

OPERATING EXPENSES					
ADMINISTRATION	\$70,576	\$69,951	\$69,516	\$0	\$210,043
OTHER	0	131	158,362	0	158,493
SUBTOTAL	\$70,576	\$70,082	\$227,878	\$0	\$368,536

TOTAL EXPENSES	\$70,576	\$70,082	\$227,878	\$0	\$368,536
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TOTAL INCOME	\$3,983,729	\$4,508,727	\$3,392,941	\$0	\$11,885,397
TOTAL EXPENSES	\$70,576	\$70,082	\$227,878	\$0	\$368,536
SURPLUS (DEFICIT)	\$3,913,153	\$4,438,645	\$3,165,063	\$0	\$11,516,861

TOTAL PARTICIPANTS	18,680	18,475	18,334	0	18,496
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¹1st Qtr - Includes Safeway start up contributions - \$539,072.19

2nd Qtr - Includes Giant start up contributions - \$1,059,825.25

DELINQUENCIES
THIRD QUARTER 2013

NONE

INVOICES

MID-ATLANTIC UFCW & PARTICIPATING EMPLOYEES
PENSION FUND

INVOICES

December 18, 2013

1. **Cheiron**

02/25/13	Professional Services rendered 04/12 – 12/12	\$ 55,006.00
03/22/13	Retainer Services rendered - 01/13 – 02/13	8,166.66
03/22/13	Professional Services rendered – 02/13	2,452.00
04/12/13	Non-Retainer Services rendered – 01/13 – 02/13	1,729.00
04/12/13	Retainer Services rendered – 03/13	4,083.33
05/17/13	Non-Retainer Services rendered – 04/13	1,098.00
06/20/13	Retainer Services rendered – 05/13	4,083.33
06/20/13	Non-Retainer Services rendered – 05/13	343.50
08/26/13	Retainer Services – 06/13	4,083.33
08/26/13	Retainer Services – 07/13	4,083.33
08/26/13	Non-Retainer Services rendered 07/13	2,872.00
09/23/13	Retainer Services – 08/13	4,083.33
10/23/13	Retainer Services – 09/13	4,083.33
10/23/13	Non-Retainer Services - 09/13	663.50
11/19/13	Retainer Services – 10/13	4,083.33

2. **Morgan, Lewis & Bockius, L.L.P.**

08/24/12	Professional Services rendered – 07/12	\$ 3,844.00
09/25/12	Professional Services rendered – 08/12	1,054.00
01/14/13	Professional Services rendered – 09/12	2,418.00
03/18/13	Professional Services rendered -- 11/12 - 02/13	10,519.00
04/29/13	Professional Services rendered – 03/13	2,769.00
05/30/13	Professional Services rendered – 04/13	14,885.00
08/14/13	Professional Services rendered – 05/13 & 06/13	1,847.50
08/28/13	Professional Services rendered – 07/13	780.00
09/17/13	Professional Services rendered – 08/13	17,329.60
10/21/13	Professional Services rendered – 09/13	4,095.00

3. **Segal Select**

11/04/13	Fiduciary Insurance Coverage – Regular Policy - through Chubb for the period 10/30/13 to 10/30/14	\$ 29,064.00
11/04/13	Fiduciary Insurance Coverage – Excess Policy – through RLI Insurance for the period 10/30/13 to 10/30/14	\$ 14,800.00
11/04/13	Fidelity Bond Insurance through Federal Insurance Company for the period 10/30/13 – 10/30/14 (1 st installment of a 3-Year Policy	\$ 2,762.00

4. Slevin & Hart P.C.

06/15/12	Professional Services rendered – 05/12	\$ 3,702.00
07/19/12	Professional Services rendered – 06/12	6,606.95
08/16/12	Professional Services rendered – 07/12	10,817.81
09/17/12	Professional Services rendered – 08/12	5,410.00
10/18/12	Professional Services rendered – 09/12	4,423.00
11/21/12	Professional Services rendered – 10/12	6,363.00
12/20/12	Professional Services rendered – 11/12	3,573.00
01/31/13	Professional Services rendered – 12/12	6,071.59
02/27/13	Professional Services rendered – 01/13	5,466.89
03/25/13	Professional Services rendered – 02/13	22,353.90
04/18/13	Professional Services rendered – 03/13	10,389.10
05/16/13	Professional Services rendered – 04/13	8,911.50
06/21/13	Professional Services rendered – 05/13	5,715.00
08/26/13	Professional Services rendered – 07/13	4,264.52
09/30/13	Professional Services rendered – 08/13	7,469.25
10/28/13	Professional Services rendered – 09/13	4,235.47

**OTHER FUND
BUSINESS**

4. PENSION:

With regard to the aggregate payment to the two funds, the Employers will pay the annual six (6) cent hourly rate increases and concomitant percentage increase on the Tier 1 rate required by the Pension Fund's rehabilitation plan for the duration of the collective bargaining agreement.

5. SEVERANCE: See Attachment B

6. UFCW & FELRA LEGAL FUND:

Add new last paragraph to Article 17.2 C(L27 & SWY); Article 17.2.3 (L400 & SWY); Article 17.B.3 (L27 & Giant); Article 17.11.D (L400 & Giant):

Giant and Safeway agree that the FELRA and UFCW Health and Welfare Fund will continue to provide a program of Legal Benefits with the continuation of Employer contributions to the UFCW & FELRA Legal Benefits Fund of \$20.25 per month plus the cost of administration for eligible employees hired prior to January 1, 2014. For employees hired on or after January 1, 2014, the monthly contribution by the Employers will commence with the first full payroll week of the month following the completion of eighteen (18) months of continuous employment with the Employer, and shall be in the amount of \$10.25 per month plus the cost of administration.

7. UFCW & FELRA SCHOLARSHIP FUND:

The Employers agree that the FELRA & UFCW Health & Welfare Fund will continue to provide a program of scholarship benefits for eligible participants and their eligible dependents and the Health & Welfare Fund will continue to maintain a separate accounting of the assets and liabilities attributable to the provision of scholarship benefits under the Health & Welfare Trust.

8. MID-ATLANTIC JOINT LABOR MANAGEMENT FUND:

The operations of the Mid-Atlantic Joint Labor Management Fund ("JLM Fund") shall cease effective immediately and the Trustees shall be instructed to take any and all action necessary to terminate the Fund by December 31, 2013. Giant and Safeway agree to pay all authorized and reasonable expenses incurred by October 31st, 2013, plus reasonable and necessary authorized expenses incurred after that date associated with the termination of the JLM fund. The total cost of the expenses referenced in the previous sentence will be allocated between the companies on a headcount basis, and in no event will exceed a total of fifty thousand dollars (\$50,000.00). In addition, a portion of the \$180,000/year for 2014 to be contributed by Safeway and Giant to the Health Fund for education, shall be redirected by the parties to pay JLM expenses that exceed the \$50,000 to the extent they agree to do so.

